

ITEL RAIL

55 Francisco
San Francisco, California 94133
(415) 955-9090
Telex 34234

RECORDATION NO. 8819-X
FILED 1425

JUL 20 1983 .11 45 AM

INTERSTATE COMMERCE COMMISSION

No. JUL 20 1983

Date

Fee \$

ICC Washington, D. C.

July 14, 1983

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

*820 for
this one
2 checks*

RECORDATION NO. 8819-Y
FILED 1425

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INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel Corporation for filing and recordation under the Lease Agreement dated April 20, 1977 (the "Lease") between Itel Corporation, Rail Division as lessor ("Itel") and the McCloud River Railroad Company as lessee (the "Lessee"), which was filed on May 11, 1977 at 1:15 p.m. and given recordation No. 8819, four counterparts each of the following two documents:

*Not sure what
next letters will be
but think they may be!
Please check -*

8819-X

Amendment No. 3 dated September 30, 1982 (the "Lease Amendment") to the Lease between Itel and Lessee.

File first

8819-Y

Amendment No. 2 dated September 30, 1982 (the "Sublease Amendment") to the Sublease Agreement dated February 6, 1980 between Lessee and the Seattle North Coast Railroad Company as sublessee.

File second

The names and addresses of the parties to the aforementioned Lease Amendment and Sublease Amendment are:

1. McCloud River Railroad Company
P.O. Drawer A
McCloud, California 96507
2. Seattle North Coast Railroad Company
2150 North 107th Street
Seattle, Washington 98133
3. Itel Corporation, Rail Division
55 Francisco, 7th Floor
San Francisco, California 94133

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Agatha Mergenovich for the Director


Ms. Agatha Mergenovich, Secretary
July , 1983
Page Two

The equipment covered by these Amendments is one hundred (100) 50 foot, 70-ton general purpose boxcars, A.A.R. mechanical designation XP, bearing reporting marks MR 11000 through MR 11099.

Also enclosed is a check in the amount of \$20.00 for the required recording fees.

Please stamp all counterparts of the enclosed Amendments with your official recording stamp. You will wish to retain one (1) counterpart of each document for your files; it is requested that the remaining three (3) counterparts of each be returned to the bearer of this letter.

Sincerely,



Patricia Salas Pineda
Counsel

PSP:dmm
Enclosures

cc: Michael Walsh, Esq.
Weil, Gotshal & Manges
767 Fifth Avenue
New York, New York 10020

Robert S. Clark, Esq.
Senior Trust Officer
First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84125

Doug Drummond
Itel Corporation

8819-X

RECORDATION NO.

8819-X

FILED 149

L-0382
10/7/82

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**INTERSTATE COMMERCE COMMISSION
AMENDMENT NO. 2**

THIS AMENDMENT NO. 2 (the "Amendment") to that certain Sublease Agreement (the "Sublease") made as of February 6, 1980 between **MCCLLOUD RIVER RAILROAD COMPANY** ("McCloud") and **SEATTLE NORTH COAST RAILROAD COMPANY** ("Lessee") is made this 30th day of September, 1982 by and between McCloud and Lessee.

W I T N E S S E T H :

WHEREAS, McCloud and Lessee are parties to the Sublease pursuant to which one hundred (100) boxcars having the reporting numbers SNCT 1000-1099 (the "Boxcars") have been leased by McCloud to Lessee;

WHEREAS, McCloud and Lessee desire for their mutual convenience to change the reporting marks of the Boxcars from SNCT 1000-1099 to MR 11000-11099 for their mutual convenience;

WHEREAS, McCloud and Lessee desire to have the Boxcars as restencilled from SNCT 1000-1099 to MR 11000-11099 remain subject to the Sublease under the same terms and conditions.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto amend the Sublease as follows:

1. All terms defined in the Sublease shall have their defined meanings when used in this Amendment.
2. Equipment Schedule No. 1, executed on May 1, 1980, which is attached to and incorporated into the Sublease, shall be deleted in its entirety, and Equipment Schedule No. 1.A., attached hereto, shall be substituted therefor.
3. Lessee shall, at its expense, remove Lessee's decals from each Boxcar and restencil the Boxcars with the railroad markings of Lessor set forth in Equipment Schedule No. 1.A., attached hereto, in compliance with all applicable regulations. Concurrent with any restencilling, Lessee shall provide McCloud with a Certificate of Restencilling (in the form of Exhibit A attached hereto) specifying the previous and current reporting marks for each Boxcar restencilled pursuant to this Amendment.
4. A. The mechanical designation of the Boxcars shall be changed and restencilled from "XM" to "XP" at Lessee's expense. In addition, McCloud shall, at its sole expense, modify the Boxcars structurally so that they qualify for "XP" mechanical designation pursuant to the rules of the Association of American Railroads.

ASSIGNED TO FIRST SECURITY BANK
OF UTAH, N.A., TRUSTEE, UNDER
A LEASE ASSIGNMENT DATED
AS OF FEBRUARY 6, 1980

ITEL RAIL'S INTEREST ASSIGNED TO
FIRST SECURITY BANK OF
UTAH, N.A., WITH RESPECT TO
CARS NUMBERED MR 11000-11099

- Date _____

L-0382

EXHIBIT A

CERTIFICATE OF RESTENCILLING

<u>Previous Boxcar Marks</u>	<u>Current Boxcar Marks</u>	<u>Date of Restencilling</u>	<u>Previous Boxcar Marks</u>	<u>Current Boxcar Marks</u>	<u>Date of Restencilling</u>
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Seattle and North Coast Railroad Company
Authorized Representative

L-0382

EQUIPMENT SCHEDULE NO. 1.A.

McCloud River Railroad Company hereby subleases the following Cars to Seattle and North Coast Railroad Company subject to the terms and conditions of that certain Sublease Agreement dated as of February 6, 1980.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Doors	No. of Cars
				Inside Width	Height	Width	
XP	70-Ton General Purpose Boxcars	MR 11000- 11099	50'6"	9'6"	10'7"	8' Double Sliding	100

MC CLOUD RIVER RAILROAD
COMPANY

BY: WJ. Hume

TITLE: President

DATE: OCT 26 1982

SEATTLE AND NORTH COAST
RAILROAD COMPANY

BY: Lawrence E. Buntz

TITLE: Exec. Vice President

DATE: 10/21/82

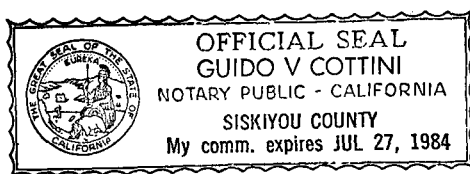
ACKNOWLEDGMENT AND CONSENT

Edward M. O'Dea
Itel Corporation, Rail Division

Date: June 3, 1983

STATE OF CALIFORNIA)
COUNTY OF SISKIYOU) ss:

On this 26th day of OCTOBER, 1982, before me personally appeared W. J. HERNDON, to me personally known, who being by me duly sworn says that such person is President of McCloud River Railroad Company, that the foregoing Amendment No. 2 was signed on behalf of said railroad company by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said railroad company.



P. O. Box 116, McCloud, CA 96057

Guido V. Cottini
Notary Public

STATE OF Washington)
COUNTY OF King) ss:

On this 21st day of October, 1982, before me personally appeared Lawrence E. Bunting, to me personally known, who being by me duly sworn says that such person is Executive Vice President of Seattle and North Coast Railroad Company, that the foregoing Amendment No. 2 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Wenche B. Langsholt
Notary Public